

MATTHEW J. SCHIRMER, P.A.

ATTORNEY AT LAW

P98000036728

April 13, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: ROSE KNOWS, INC.

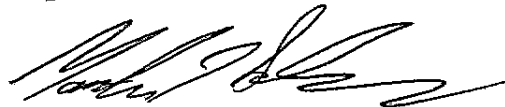
900002496669--0
-04/22/98--01071--009
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed is an original and one (1) copy of Articles of Incorporation and an Acceptance of Registered Agent for the above-referenced corporation, along with a check for \$70.00 to cover the cost of filing the Articles of Incorporation and the Acceptance of Registered Agent.

If you have any questions, please advise my office immediately. Thank you for your kind assistance.

Very truly yours,



Matthew J. Schirmer

MJS:
Enclosures

PLEASE RETURN THE FILED ARTICLES OF INCORPORATION TO MY
OFFICE AT THE ADDRESS BELOW.

FILED
98 APR 22 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF INCORPORATION
FOR
ROSE KNOWS, INC.**

98 APR 22 AM 8:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, competent to form a corporation in the State of Florida and desiring to form a corporation for profit in accordance with the Florida Business Corporation Act, Florida Statutes Chapter 607, does hereby adopt the following Articles of Incorporation, for said Corporation:

ARTICLE I - NAME

The name of the Corporation shall be ROSE KNOWS, INC.

ARTICLE II - PURPOSE AND NATURE OF BUSINESS

The general purposes for which this Corporation is organized and the general nature of its business is as follows:

A. To own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description.

B. To engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is five hundred (500) shares of common stock, having a par value of one dollar (\$1.00) per share. Such shares shall be of a single class of common stock.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business shall not be less than the sum of five hundred dollars (\$500.00).

ARTICLE V - PREEMPTIVE RIGHTS

The Corporation shall have the power to create and issue, with or without any connection to the issue and sale of any shares of stock or other securities, rights,

warrants, or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices, but not less than par if such shares have par value, as the Board of Directors may provide and which shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the consideration of the issuance of such rights, warrants, or options and the sufficiency thereof shall be conclusive.

ARTICLE VI - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VII - INITIAL REGISTERED AGENT

The initial registered agent is designated as Robert Rose. The street address of the initial registered agent of this Corporation in the State of Florida is 800 North Belcher Road, Clearwater, Pinellas County, Florida 33765. The Board of Directors may vote from time to time, without amending these Articles, to change the registered agent, and the registered agent may change its address to any other address within the State of Florida.

ARTICLE VIII - DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be One (1). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one (1). The Directors shall be elected by the shareholders of the Corporation.

ARTICLE IX - INITIAL DIRECTORS

The names and addresses of the members of the initial Board of Directors is as follows:

Robert Rose
2330 Barton Lane
Clearwater, Florida 33759

The above-named Directors shall hold office for the first year of existence of this Corporation or until successors are elected.

ARTICLE X - INCORPORATOR

The name and address of the undersigned as the sole incorporator of this Corporation is as follows:

Robert Rose
2330 Barton Lane
Clearwater, Florida 33759

ARTICLE XI - INDEMNITY OF AND OFFICERS AND DIRECTORS

Any person made a party to any action, suit, or proceeding by reason of the fact that he, or his personal representative, is or was a officer, director, or employee of this Corporation, or any corporation in which he served as such at the request of this Corporation, shall be indemnified by this Corporation to the full extent permitted by law, including but not limited to Florida Statutes § 607.0850; indemnification shall include the reasonable expenses, including attorney's fees, actually and necessarily incurred in connection with the defense of such action, suit, or proceeding, or in connection with the defense of such action, suit, or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit, or proceeding that such officer, director, or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director, or employee may be entitled apart from the provisions of this Section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and in good faith upon financial statements of the Corporation represented to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall any director be liable if in good faith in determining the amount available for dividends or distribution, the director considered the assets to be of ample value.

ARTICLE XII - BY-LAWS AND STOCKHOLDERS AGREEMENT

The By-Laws of this Corporation or the stockholders, by agreement, may restrict the transfer or encumbrance of any

and all of its stock, including but not limited to, provisions for the transfer of the stock owned by retiring, disabled, or deceased stockholder, or any stockholder required to sever financial interests in this Corporation. Where the By-Laws are amended for the purpose of changing, modifying, or otherwise repealing provisions with respect to the management of this Corporation, then only the stockholders of this Corporation shall have the power to so adopt, amend, modify, or repeal such By-Laws.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intentions that the Articles of Incorporation be amended.

ARTICLE XIV - DATE OF INCEPTION

The date of this Corporation's existence shall begin when these Articles have been filed with the Department of State, State of Florida, according to the Statutes of the State of Florida.

ARTICLE XV - PRINCIPAL ADDRESS

The initial principal address of this Corporation for purposes of communicating with the Secretary of State of Florida on behalf of the Corporation is 800 North Belcher Road, Clearwater, Florida 33765.

The Board of Directors may from time to time change the address of the principal office to another location within the State of Florida.

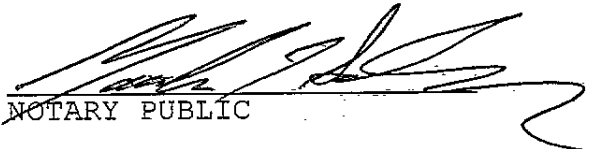
IN WITNESS WHEREOF, the undersigned, competent to form a corporation in the State of Florida and desiring to form a corporation in accordance with the Florida Business Corporation Act, Florida Statutes Chapter 607, has executed these Articles of Incorporation, this 13th day of April, 1998.


Robert Rose

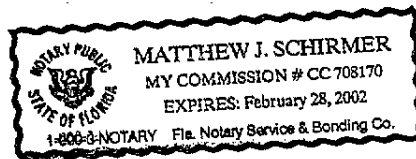
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, personally appeared, Robert Rose, well known to me and known to me to be the person described in the above instrument, and who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he voluntarily executed these Articles of Incorporation for the use and purposes therein expressed.

WITNESS my hand and official seal in the County and State above named, this 13th day of April, 1998.


NOTARY PUBLIC

My Commission Expires:

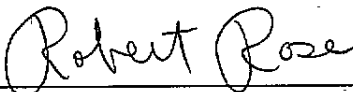


ACCEPTANCE OF REGISTERED AGENT

Having been named to accept process for the above stated corporation, pursuant to Florida Statute § 48.091 and Article VII of these Articles of Incorporation, the undersigned Incorporator/Registered Agent does hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office and designates his location for service of process as:

Robert Rose
800 North Belcher Road
Clearwater, Pinellas County, Florida 33765

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.



Robert Rose

FILED
98 APR 22 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA